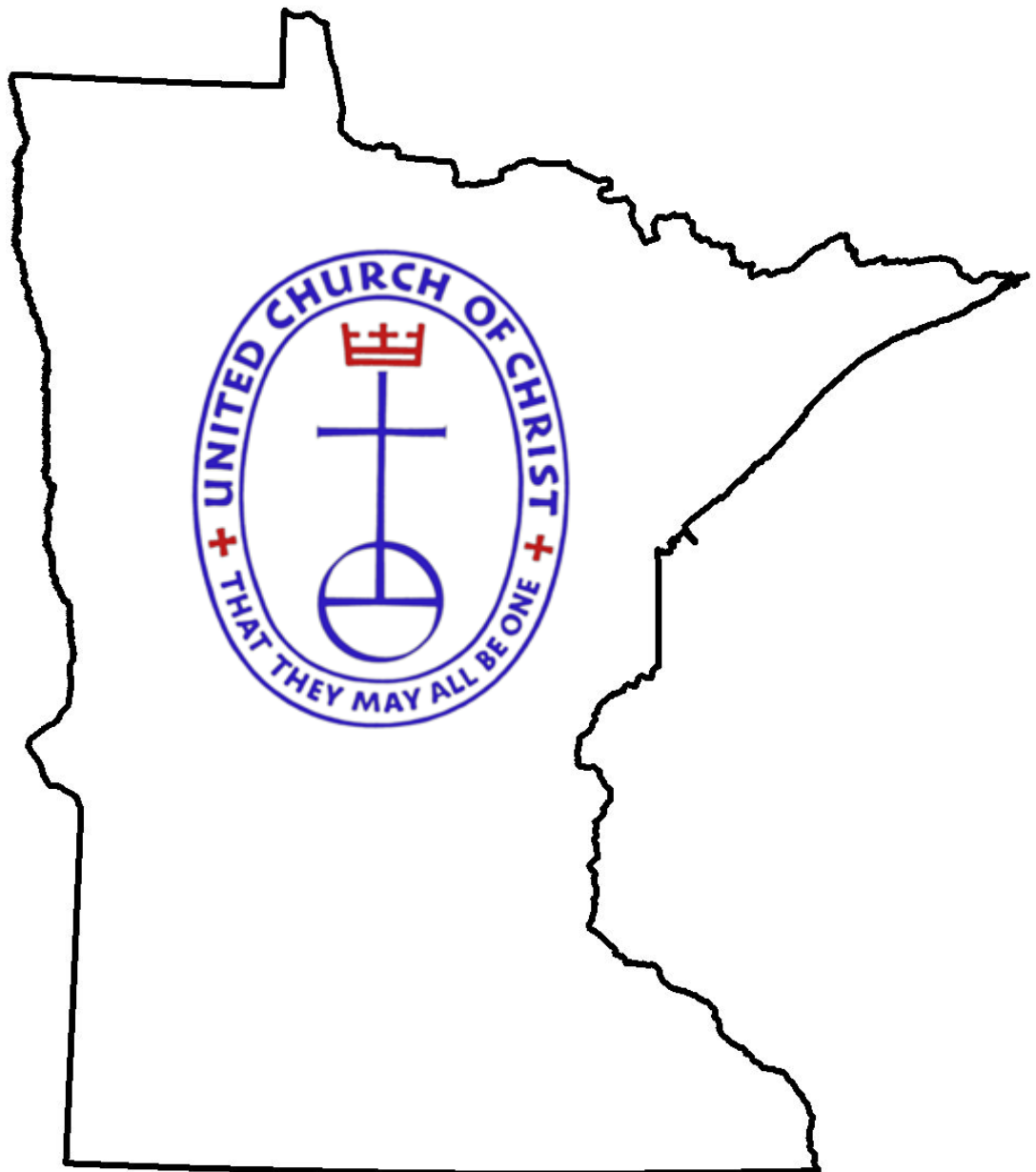


**Bylaws**  
**Minnesota Conference**  
**United Church of Christ**

Revised June 2011



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1 MINNESOTA CONFERENCE OF  
2 THE UNITED CHURCH OF CHRIST  
3 BYLAWS

4 PREAMBLE:

5 MISSION STATEMENT OF THE MINNESOTA CONFERENCE

6 The Mission of the Minnesota Conference of the United Church of Christ is to increase the love  
7 of God and neighbor by strengthening covenantal relations among all settings of the United  
8 Church of Christ and by working with our ecumenical and interfaith partners.

9 ARTICLE I – PURPOSE AND DEFINITIONS

10 These bylaws are adopted by the Minnesota Conference of the United Church of Christ for the  
11 purpose of administering and regulating its affairs in accordance with law and its Articles of  
12 Incorporation.

13  
14 Terms used herein are defined as follows:

15 **1. Conference:** Minnesota Conference of the United Church of Christ, a corporation organized  
16 and existing under Chapter 317, Minnesota Statutes 1961. The Agreement of Consolidation  
17 dated November 7, 1962, forming the Conference and setting forth its Articles of Incorporation,  
18 is filed in the office of the Minnesota Secretary of State, February 25, 1963, recorded in Book Y-  
19 22 of Incorporation, page 62.

20 **2. United Church of Christ:** A religious body or Association formed June 25, 1957, by the  
21 union of the Evangelical and Reformed Church and the General Council of the Congregational  
22 Christian Churches of the United States; composed of Local Churches, Associations,  
23 Conferences and its General Synod; and possessing a Constitution and Bylaws adopted July 4,  
24 1961, defining and regulating its General Synod and instrumentalities recognized, established by  
25 or responsible to the General Synod, and describing the free and voluntary relationships which  
26 Local Churches, Associations, Conferences and Ministers sustain with the General Synod and  
27 with each other.

28 **3. Purpose of the Conference:** The Conference shall endeavor to promote the life and strength  
29 of the Local Churches within its boundaries and to relate the Local Churches to the life and work

1 of the United Church of Christ and its instrumentalities and agencies. It shall seek to promote  
2 and interpret the work of the General Synod through its Local Churches, its boards and its  
3 committees by all possible means consistent with the Spirit of Christ. It shall seek to develop  
4 spiritual life, stewardship, and support of Our Church's Wider Mission giving, and shall be  
5 primarily responsible for the relationship of the Local Churches to such ecumenical bodies as  
6 State and National and World Councils. It shall undertake to assist Local Churches which are in  
7 need of upbuilding, to establish new churches and to promote the general welfare of Local  
8 Churches and Ministers through the appropriate Conference Staff and committees. It shall be a  
9 stimulator with regard to the wider ministry of the church and secular agencies, and serve as a  
10 channel for these ministries.

11 **4. Area of Conference:** The geographical area described in Article III as it now exists and as it  
12 may be amended from time to time.

13 **5. Association:** An Association of the United Church of Christ, situated within the area of the  
14 Conference. The Conference itself shall exercise the functions of an Association when they are  
15 delegated to it by an Association or where no Association exists, and when so acting shall be  
16 included in the definition of that term as used in the Bylaws. The Minnesota Conference will  
17 exercise the functions of an Association, including determining standing of Local Churches and  
18 Authorized Ministers.

19 **6. Local Church:** A Local Church of the United Church of Christ or a Congregational  
20 Christian Church which is affiliated with the Conference, whose standing is determined,  
21 conferred, and certified by the Conference Acting as an Association.

22 **7. Church:** Any church within the area of the Conference, whether or not composing a part of  
23 the United Church of Christ.

24 **8. Clusters:** Clusters are arrangements of Local Churches or Authorized Ministers in different  
25 patterns depending upon the task or circumstances.

26 **9. Authorized Ministers:** The Minnesota Conference recognizes the three categories of  
27 authorized ministry described in the United Church of Christ Constitution and Bylaws: Ordained,  
28 Commissioned, and Licensed.

29 a. **Ordained Minister:** An Ordained Minister of the United Church of Christ is one of  
30 its members who has been called by God and ordained to preach and teach the gospel,

1 to administer the sacraments and rites of the Church, and to exercise pastoral care and  
2 leadership.

3 b. **Commissioned Minister:** A Commissioned Minister in the United Church of Christ  
4 is one of its lay members who has been called by God and commissioned for a  
5 specific church-related ministry.

6 c. **Licensed Minister:** A Licensed Minister of the United Church of Christ is one of its  
7 lay members who has been called by God and recognized and authorized by an  
8 Association to perform specific duties in a designated Local Church or within that  
9 Association, mainly preaching and conducting services of worship, for a designated  
10 time under the supervision and guidance of that Association. The license may be  
11 renewed.

12 **10. Ministers With Dual Standing:** An ordained Minister of another denomination who wishes  
13 to retain ordained ministerial standing in that denomination and who has become pastor of a  
14 Local Church of the United Church of Christ, or serves in an instrumentality of the United  
15 Church of Christ, or has become pastor of a yoked charge or a federated church one part of  
16 which is affiliated with the United Church of Christ, or has been called to an ecumenical ministry  
17 one constituent of which is the United Church of Christ, may apply to the Conference Acting as  
18 an Association for dual standing for the duration of that pastorate or that responsibility, and  
19 during that period may have all the rights and privileges of such membership, except that they  
20 shall not serve as General Synod delegates.

21 **11. Chairperson:** A member of the Board of Directors, a committee, or other body who is  
22 designated as such by or pursuant to these Bylaws and who, when so designated, shall be the  
23 presiding and executive officer of such body. The Chairperson shall have the customary powers  
24 and duties of such an officer, in addition to any powers and duties expressly set forth herein.

## 25 ARTICLE II – RELATIONSHIP TO THE UNITED CHURCH OF CHRIST

26 The Conference shall be a Conference of the United Church of Christ and shall have that relation  
27 to its General Synod which is described in those portions of the Constitution and Bylaws of the  
28 United Church of Christ that relate to such conferences, subject to the determination by the  
29 General Synod of its standing as a body of the United Church of Christ. The Conference shall  
30 participate in the fellowship and cooperate in the life and work of the United Church of Christ.

1 The names and statistics of the Churches which are not part of the United Church of Christ are to  
2 be kept separately, and their members are not to be counted in determining the number of  
3 delegates which the Conference is entitled to send to the General Synod, and no member of such  
4 a church except an ordained minister of the United Church of Christ with full ordained  
5 ministerial standing in the Minnesota Conference acting as an association or an ordained  
6 Disciples of Christ (Christian Church) minister with ordained ministerial partner standing in the  
7 Minnesota Conference acting as an association shall be selected by the Conference as a delegate  
8 to the General Synod.

9  
10 The Conference shall elect its delegates to the General Synod in accordance with the  
11 Constitution and Bylaws of the United Church of Christ.

12 **ARTICLE III – AREA**

13 The area of the Conference shall be the State of Minnesota and such additional areas as the  
14 Board of Directors may determine with approval or ratification by the General Synod.

15 **ARTICLE IV – MEMBERSHIP**

16 **1. Churches, authorized ministers and institutions composing the Conference:** The  
17 Conference shall be composed of all churches within its area that are Local Churches of the  
18 United Church of Christ, and of all authorized ministers now or hereafter having standing in the  
19 Conference Acting as an Association, and of all Schedule 1 and Schedule 2 Local Churches  
20 which have standing with the Conference, and of all health and welfare institutions within its  
21 area formally recognized by the Conference as members of the United Church of Christ Council  
22 for Health and Human Service Ministries.

23 **2. Termination:** Membership of a Local Church shall terminate only if and when such Local  
24 Church ceases to be a member of the Conference Acting as an Association. Membership of a  
25 minister shall terminate only when that minister ceases to hold standing in the Conference Acting  
26 as an Association.

27 **3. Voting Membership:** The voting membership of the Conference shall consist of lay delegates  
28 selected by and representing the Local Churches of the Conference, Ordained, Commissioned,  
29 and Licensed Ministers authorized for ministry by the Committee on Ministry of the Conference

1 Acting as an Association, ordained ministers of other denominations holding Dual Standing in  
2 the Conference, the Conference Minister and Associate Conference Ministers, Program Ministers  
3 of the Conference, the lay members of the Board of Directors, and the lay members of the  
4 Annual Meeting Planning Work Group. Health and human service institutions within the  
5 Minnesota Conference, which are recognized members of the United Church of Christ Council  
6 for Health and Human Service Ministries shall be entitled to one voting delegate who must be a  
7 member of that institution's Board of Directors and must be a member of a Local Church with  
8 standing in the Minnesota Conference.

9 **4. Voting Restrictions:** Each voting member shall be entitled to one vote on all matters, except  
10 for those matters where a delegate must be of legal age under Minnesota law. Cumulative,  
11 absentee, or proxy voting shall not be permitted.

12 **5. Selection of Lay Delegates:** Each Local Church in the Conference shall be entitled to select  
13 lay delegates according to the following formula:

14	Membership	Lay Delegates	Youth/Young Adult Delegate (age 13-29)
15	0 - 199	2	1
16	200 - 399	3	1
17	400 - 599	4	1
18	600 - 799	5	1
19	800+	6	1

20  
21 A lay delegate selected by any Local Church shall be entitled to vote at the Annual  
22 Meeting of the Conference and all special meetings of the Conference immediately following  
23 selection and until a successor is elected or the selection is revoked by the Local Church. The  
24 manner of selection of lay delegates shall be determined by each Local Church, but each delegate  
25 must be a member in good standing of that Local Church.

26 **6. Non-voting Members:** Honorary members of the Conference may be elected by the Annual  
27 Meeting and granted voice without vote.

28 **7. Property Rights:** None of the property, assets, or income of the Conference shall be or  
29 become the property or inure to the benefit of any member thereof, or any contributor thereto, or  
30 any other individual or corporation.

1 ARTICLE V – MEETINGS AND OFFICERS

2 **1. Powers of the Annual Meeting:** The Annual Meeting of the Conference shall be called by  
3 the Board of Directors and shall be held at a time and place within the area of the Conference to  
4 be determined by the Board of Directors. The Annual Meeting shall have the following powers:

- 5 a) To organize as required for the transaction of business.
- 6 b) To carry on through the Board of Directors and other bodies, the work of the  
7 Conference, and provide for the financial support of this work.
- 8 c) To receive reports from the officers, Conference Minister, Associate Conference  
9 Ministers, Conference committees and other bodies.
- 10 d) To nominate and elect officers and persons to other positions as required elsewhere in  
11 these Bylaws.
- 12 e) To review and adopt the Conference budget for the ensuing year.
- 13 f) To review and act upon proposals and/or resolutions brought before the Annual  
14 Meeting.
- 15 g) To adopt bylaws for the Conference and, as hereinafter provided, amend them.
- 16 h) To transact any other business which may properly be brought before it.

17 **2. Special Meetings:** Special meetings of the Conference may be called for purposes that fall  
18 within the powers of an Annual Meeting. They may be called by the Board of Directors, or by  
19 the Secretary upon receipt of written request of twenty or more Local Churches. The petition  
20 and the call for a special meeting shall contain a statement of the purpose of the meeting. In any  
21 special meeting only the business specified in the call may be transacted.

22 **3. Notice:** The Secretary shall cause notice of each meeting to be delivered or mailed in  
23 accordance with law, not less than seven days before the meeting, excluding the day of the  
24 meeting. Each notice of a meeting shall state the time and place thereof, and, in the case of a  
25 special meeting or a meeting at which an amendment of the Articles or Bylaws is proposed, its  
26 purpose. Written notice, if mailed, shall be properly addressed according to the last available  
27 records of the Conference, provided that the address of each pastor and lay representative of a  
28 Local Church shall be recorded by the Conference as the address of such Local Church.

29 **4. Quorum:** A quorum for the transaction of business at any Annual or Special Meeting, except  
30 for Ecclesiastical Councils, shall consist of fifty voting members, provided that such members  
31 shall include persons who are Lay Delegates or pastors of at least twenty-five Local Churches.

1 **5. Ecclesiastical Councils:** Ecclesiastical Councils are called special meetings of the  
2 Conference for the purpose of examining and acting on candidates for Ordained Ministry and  
3 Commissioned Ministry in the United Church of Christ, and candidates for Privilege of Call. The  
4 Committee on Ministry will call such Ecclesiastical Council meetings, determine policies and  
5 procedures for their conduct, including the establishment of a quorum of local churches with  
6 standing in the Minnesota Conference appropriate to the region of the Conference where the  
7 Council meeting is held, and report the actions of the Ecclesiastical Councils to the Conference.  
8 Each Local Church is entitled to select the number of lay delegates as stated in Article IV,  
9 Section 5. Other voting members include those stated in Article IV, Section 3. Voting restrictions  
10 as stated in Article IV, Section 4, also apply to Ecclesiastical Councils.

11 **6. Organization and Rules:** The Board of Directors shall provide for the organization of each  
12 Annual and Special Meeting.

13 **7. Moderator:** The Moderator of the Conference shall be a member of a Local Church and shall  
14 be elected at Annual Meetings held in even years for a two-year term extending from the close  
15 thereof to the close of the second Annual Meeting thereafter or until a successor is duly elected.  
16 The Moderator may hold no more than three consecutive full terms. The Moderator shall preside  
17 at Meetings of the Conference and perform such other duties as the Board of Directors may  
18 request. The Moderator may, in consultation with the Board of Directors, appoint one or more  
19 persons to assist in presiding at Conference Meetings.

20 **8. Vice-Moderator:** The Vice-Moderator of the Conference shall be a member of a Local  
21 Church and shall be elected at the Annual Meeting for a two-year term extending from the close  
22 thereof to the close of the second Annual Meeting thereafter or until a successor is duly elected.  
23 The Vice Moderator may hold no more than three consecutive full terms. The Vice-Moderator  
24 shall carry out the duties of the Moderator in case of the absence or inability of the Moderator to  
25 perform the functions of the office.

26 **9. Secretary:** The Secretary shall be a member of a Local Church and shall be elected by the  
27 Conference at the Annual Meeting for a two-year term extending from the close thereof to the  
28 close of the second Annual Meeting thereafter or until a successor is duly elected. The Secretary  
29 may hold no more than three consecutive full terms. The Secretary shall be responsible for  
30 recording the minutes of the Board of Directors and Executive Committee and Conference  
31 Meetings and shall deliver them to the Conference Minister.

1 **10. Treasurer:** The Treasurer shall be a member of a Local Church and shall be elected by the  
2 Conference at the Annual Meeting for a two-year term extending from the close thereof to the  
3 second Annual Meeting thereafter or until a successor is duly elected. The Treasurer may hold  
4 no more than three consecutive full terms. The Treasurer shall perform or ensure the  
5 performance of the following duties:

6 a) keep accurate financial records of the corporation;

7 b) manage and expend the Conference's finances in conformance with its financial  
8 policies and standard accounting procedures;

9 c) help each member of the Board understand the Conference's financial structure and the  
10 financial implications of any and all of the Board's decisions;

11 d) guide and facilitate, with the Finance Committee, the Board's review of and action  
12 related to the Board's financial responsibilities;

13 e) work with the Conference Minister and the Business Administrator to ensure that  
14 appropriate financial reports are made available to the Board on a timely basis; and,

15 f) present an annual report of the financial condition of the Conference at the Annual  
16 Meeting.

17 **11. Work Groups of the Annual Meeting:** The Chairperson and other members of the work  
18 groups shall be members of Local Churches. Any person nominated for these work groups shall  
19 be a member of a Local Church of the Conference.

20 **A. Nominating Work Group**

21 **1) Composition and Election.** A Chairperson or two Co-Chairpersons shall be  
22 nominated by the Nominating Work Group, endorsed by the Board of Directors, and  
23 elected by the Conference at its Annual Meeting, for a two-year term extending from the  
24 close of that meeting to the close of the second Annual Meeting thereafter. The  
25 Chairperson(s) of the Nominating Work Group may serve for a maximum of three  
26 consecutive full terms.

27 Eight members shall be elected by the Conference, at least four at each Annual  
28 Meeting, for a two-year term extending from the close of that meeting to the close of the  
29 second following Annual Meeting. They may hold no more than three consecutive full  
30 terms.

1           The term of the Chairperson(s) and each other member shall continue until a  
2 successor is duly elected.

3       **2) Duties.** The Nominating Work Group shall make nominations for positions to be  
4 filled by the Conference Annual Meeting and nominations for positions to be filled by the  
5 Board of Directors.

6           The Nominating Work Group shall report to the Conference at each Annual  
7 Meeting nominations regarding all positions to be filled at that meeting. Nominations  
8 may also be made from the floor. If a floor nomination is made for any office, the  
9 election for that office shall not be held until three hours after a motion is sustained to  
10 close the nominations.

11           In the event of a vacancy in a position that is normally elected at the Conference  
12 Annual Meeting, the Nominating Work Group shall make a nomination to the Board of  
13 Directors for appointment to fill the vacancy until the next Annual Meeting.

#### 14 15       **B. Annual Meeting Planning Work Group**

16       **1) Composition and Election.** A Chairperson or two Co-Chairpersons shall be  
17 nominated by the Annual Meeting Planning Work Group, endorsed by the Conference  
18 Nominating Work Group, and elected by the Conference at its Annual Meeting, for a  
19 two-year term extending from the close of that meeting to the close of the second Annual  
20 Meeting thereafter. The Chairperson(s) of the Annual Meeting Planning Work Group  
21 may serve for a maximum of three consecutive full terms. Eight members shall be  
22 elected by the Conference, at least four at each Annual Meeting, for a two-year term  
23 extending from the close of that meeting to the close of the second Annual Meeting  
24 thereafter. They may hold no more than three consecutive full terms. The term of the  
25 Chairperson(s) and each other member shall continue until a successor is duly elected.

26       **2) Duties.** The duties of this work group shall include overseeing all matters related to  
27 planning all Annual Meetings.

### 28       **ARTICLE VI – BOARD OF DIRECTORS**

29       **1. Powers:** The Board of Directors shall have the usual powers and duties of the Board of  
30 Directors of a corporation organized under the non-profit corporation law of the State of

1 Minnesota. The Board of Directors shall be the governing body of the Conference between  
2 Annual Meetings. The Board of Directors may establish rules, consistent with these Bylaws, for  
3 the regulation of its own proceedings and those of the officers, agents, employees and  
4 committees, subcommittees, work groups, ministry teams, task forces, etc., of the Conference. It  
5 may appoint such officers and agents and shall have the power to form committees,  
6 subcommittees, ministry teams, task forces, etc., and to appoint their chairperson(s) and  
7 members to forward the work of the Conference, as it shall from time to time deem advisable. It  
8 may, except as otherwise provided in these Bylaws, determine the duties of the officers and  
9 committees of the Conference and fix their compensation, if any.

10 **2. Composition and Election:** The Board of Directors shall consist of the following persons,  
11 who shall be members of Local Churches, and shall be elected or otherwise selected as follows:

12 a) Six at-large members elected by the Conference, at least three at each Conference  
13 Annual Meeting for two-year terms extending from the close thereof to the close of the  
14 second Conference Annual Meeting thereafter. They may hold no more than three  
15 consecutive full terms.

16 b) One liaison to each of the Committees serving the Board -- Development, Personnel,  
17 Finance, the Committee on Ministry, and the Pilgrim Point Camp Committee. At least  
18 two shall be elected at each Annual Meeting of the Conference to serve two-year terms.  
19 They may hold no more than three consecutive full terms.

20 c) The Conference Secretary.

21 d) The Conference Treasurer.

22 e) The Conference Moderator.

23 f) The Conference Vice-Moderator.

24 g) The Conference Minister, without vote.

25  
26 **3. Vacancies:** The term of each member of the Board of Directors shall continue until a  
27 successor is duly elected. If a member dies, resigns, ceases to be a Local Church member, is  
28 unable to serve, fails to serve, or fails to remain qualified for any other reason, a successor shall  
29 be elected for the then remaining portion of the term. The Board of Directors shall appoint a  
30 successor to serve until the next Annual Meeting.

1 **4. Presiding Officers of the Board of Directors:** The Conference Moderator shall be the  
2 Chairperson of the Board of Directors. The Vice-Moderator shall preside at Meetings of the  
3 Board of Directors in the absence of the Moderator or at the Moderator's request. If both the  
4 Moderator and the Vice-Moderator are absent, the Conference Minister shall preside for the  
5 election of a chairperson pro tem, who shall preside at that meeting only.

6 **5. Responsibilities:** The Board of Directors shall plan, coordinate and evaluate the program of  
7 the Conference. It shall have authority over both raising and disbursing of Conference funds. It  
8 shall establish personnel policies and practices. It shall receive mandated reports and other  
9 reports it deems appropriate. It shall present reports, recommendations, and appropriate business  
10 to each Annual Meeting. It shall provide and oversee a Policy Manual with descriptions of  
11 duties, composition, and other matters related to work groups, committees, and ministry teams  
12 not otherwise provided for in these Bylaws.

13 **6. Voting:** One-half plus one of the voting members shall constitute a quorum to do business at  
14 the meetings of the Board of Directors. Each voting member shall be entitled to one vote on all  
15 matters, except for those matters for which a member must be of legal age under Minnesota law.  
16 Voting members may not authorize a proxy to represent or vote for them.

17 **7. Meetings by Means of Remote Communication:** Any meeting of the Board of Directors  
18 may be conducted by one or more means of remote communication through which all of the  
19 voting members may participate in the meeting, if the number participating constitutes a quorum.

20 **8. Executive Committee:** The officers of the Board of Directors and the Conference Minister  
21 (without vote) constitute an Executive Committee which shall act for the Board ad interim and  
22 be accountable to the Board. The Executive Committee will meet at the call of the Board of  
23 Directors, the Conference Minister, or the Moderator. Any meeting shall result in a report to the  
24 next scheduled meeting of the Board of Directors

25 **9. Committees:** Five Committees advise and assist the work of the Board of Directors.  
26 Members of these committees shall be elected by the Annual Meeting for two-year terms.  
27 Members may hold no more than three consecutive full terms. Terms shall be staggered so that  
28 half of each committee shall be elected at each Annual Meeting. In case of a vacancy due to  
29 death, resignation, or failure to serve, the Board of Directors shall appoint a replacement to serve  
30 until the next Annual Meeting.

31 **A. Finance**

1 This committee promotes and preserves the financial integrity of the Conference. Its  
2 duties include to: recommend financial policies to the Board of Directors, prepare and  
3 monitor the Conference budget, make and monitor investments, monitor risk and obtain  
4 insurance, manage funds and property, and provide consultation on fundraising. This  
5 committee will include the Treasurer of the Conference, the liaison elected from the  
6 Board of Directors, and eight additional members.

### 7 **B. Development**

8 This committee promotes the financial development of the Conference. Its duties include  
9 to: propose annually a fund development plan to the Board of Directors, assess donor  
10 prospects, and facilitate execution of a fund development plan. There shall be six  
11 members including the liaison elected from the Board of Directors.

### 12 **C. Personnel**

13 This committee is responsible for human resource matters. Its duties include to:  
14 recommend personnel policies to the Board of Directors, assist in development of  
15 position descriptions, recommend staff compensation to the Finance Committee, and  
16 ensure performance reviews are conducted. There shall be eight members in addition to  
17 the liaison elected from the Board of Directors.

### 18 **D. Committee on Ministry**

19 The Committee on Ministry shall include no less than twenty and no more than thirty  
20 members (including the liaison elected from the Board of Directors) as determined from  
21 time to time by the Board of Directors. The Committee on Ministry shall reflect as much  
22 as possible the geographic range and diversity of the Local Churches in the Conference.  
23 The liaison shall report to the Board of Directors any changes in ministerial authorization  
24 and standing of Local Churches.

25  
26 The duties of the committee shall include to:

- 27 a. Recommend to the Conference Acting as an Association through a regular  
28 meeting of the Conference or an Ecclesiastical Council the standing for churches  
29 and ordaining and commissioning ministers and receiving ministers of other  
30 denominations by Privilege of Call. The Committee on Ministry shall seek to

1 maintain relationships with persons authorized for ministry and Local Churches  
2 holding standing in the Conference.

3 b. Transfer ministerial standing to or from another Association of the United Church  
4 of Christ, authorize persons to licensed ministry, and confer Dual Standing on  
5 ministers of other denominations serving in United Church of Christ settings.

6 c. Join with Local Churches and members in covenants of discernment. The goal of  
7 discernment is to determine whether the member in discernment is called to  
8 authorized ministry, what the specific character of that ministry might be, and, if  
9 authorization is appropriate, what steps are to be taken toward authorization.  
10 These relationships shall be reported to each Annual Meeting of the Minnesota  
11 Conference.

12 d. Establish and maintain relationships with ministers of other denominations who  
13 are seeking Privilege of Call.

14 e. Recommend to the Conference Board of Directors a supportive relationship with  
15 new churches or an exploring-church relationship with existing congregations  
16 who are considering full standing in the United Church of Christ.

17 f. Configure itself with regard to appropriate subcommittees and an executive  
18 committee as it shall determine are necessary or appropriate from time to time to  
19 further the Committee on Ministry's work.

20 g. Utilize the Manual on Ministry of the United Church of Christ and the Bylaws of  
21 the United Church of Christ for all procedures related to the authorized ministries  
22 of the United Church of Christ, except where modified or supplemented by the  
23 Board of Directors of the Conference, or the Annual Meeting of the Conference.  
24 In matters of procedure or in matters needing clarification, the Committee on  
25 Ministry may modify procedures in the Manual on Ministry. In matters of  
26 precedent-setting substance having to do with the authorization of ministers of the  
27 standing of Local Churches, the Committee on Ministry shall consider such  
28 changes and then recommend them to the Conference Board of Directors when  
29 modifications need to be made.  
30

1 Except as otherwise noted, actions of the Committee on Ministry do not need the  
2 approval of the Board of Directors. An appeal to a Fitness Review must be made  
3 in writing within thirty days after the disciplinary action to the Conference Board  
4 of Directors with regard to whether or not the procedures of the Conference were  
5 substantially followed. The Conference Board of Directors is not expected to  
6 conduct its own fitness review. If the Conference Board of Directors calls into  
7 question the procedures utilized by the Committee on Ministry, and reasonably  
8 believes that another outcome is possible, the Conference Board of Directors may  
9 ask the Committee on Ministry to carry out another review of the same case.  
10 There is no further appeal following a second review.

#### 11 **E. Pilgrim Point Camp**

12 This committee shall plan, coordinate and evaluate the overall program of Pilgrim Point  
13 Camp. This committee recommends policies regarding Pilgrim Point Camp to the Board  
14 of Directors.

15 The committee provides policy recommendations to:

- 16 a. the Finance Committee on the budget, risk management and property issues;
- 17 b. the Development Committee identifying needs and preparing case statements for  
18 fundraising;
- 19 c. the Personnel Committee regarding human resource issues.

20 There shall be 12 members in addition to the liaison elected from the Board of Directors.

21 The Managing Director shall be an ex-officio member of the committee with voice  
22 without vote.

23 **10. National Representatives:** The Minnesota representatives to the boards of the Covenanted  
24 Ministries of the United Church of Christ shall serve as liaisons between the Minnesota  
25 Conference and their respective ministries, reporting to the Board of Directors and the  
26 Conference Annual Meeting on the work of their boards and communicating concerns and  
27 actions of the Conference and its Board of Directors to their boards.

## 28 **ARTICLE VII – PROGRAM MINISTRIES**

29 **1. Program Ministry Teams and Task Forces:** To assist in fulfilling the strategic mission  
30 priorities of the Conference, specific programmatic functions of the Conference are carried out

1 through Program Ministry Teams and/or Task Forces. The Board of Directors shall receive  
2 proposals for Teams or Task Forces and, on recommendation from the Nominating Work Group,  
3 make appointments to Teams and Task Forces. The Board of Directors shall approve creation of  
4 any new Team or Task Force and may discontinue any Team or Task Force and approve the  
5 purpose statement, duties and size/composition of the Team.

6 **ARTICLE VIII – ADMINISTRATION OF THE CONFERENCE**

7 **1. Management of Funds and Property:** The Board of Directors shall be responsible for the  
8 management, control, maintenance of accounts and safekeeping of all money and all other real  
9 and personal property of the Conference and account for the same at each Annual Meeting of the  
10 Conference, and for the performance of their duties in this respect in the manner provided by  
11 law; that is to say in good faith and with that diligence and care which an ordinarily prudent  
12 person in a like position would exercise under similar circumstances, as well as according to the  
13 Christian faith as provided by the Gospel. The Board of Directors shall see that all securities,  
14 stocks, bonds, insurance policies, mortgages, deeds, and all other instruments of value to the  
15 Conference are in proper form, duly recorded and safely kept. It shall oversee the management  
16 of all real estate belonging to, or under the control of the Conference, and see that it is kept  
17 repaired, adequately insured, free from liens and well maintained.

18 The Board of Directors shall cause a summary report of the amounts and purposes of all  
19 expenditures during each fiscal year to be included in the Treasurer's report submitted at the  
20 following Annual Meeting, and likewise an account of gifts received. The Board of Directors  
21 reserves the right to refuse any and all gifts that are not in accord with the purposes of the  
22 Conference.

23 **A. Bonds and Audits**

24 The Board of Directors shall have the Treasurer and all other persons handling funds  
25 bonded for the faithful performance of their duties by a surety company authorized to do  
26 business in the State of Minnesota. The amount and form of the bond and surety  
27 company writing it shall be approved by the Board of Directors. The Board of Directors  
28 shall cause an audit to be made at least annually of all financial books and records of the  
29 Conference by a Certified Public Accountant. The cost of all fidelity bonds and audits  
30 shall be paid by the Conference.

1           **B. Gifts and Trusts**

2           The Board of Directors shall require all conditional gifts and legacies and trust funds,  
3           whether now on hand or hereafter received, to be segregated in the official books and  
4           records of the Conference, and to be accounted for, employed and disbursed only for the  
5           uses and purposes for which they have been received and held, and for the uses and  
6           purposes expressed or intended by the original donor, and to be invested and reinvested  
7           in accordance with the provisions of Minnesota Statutes, Section 501.125. Nothing  
8           herein shall impose personal liability on any member of the Board of Directors, acting in  
9           good faith, for failure to comply with this paragraph.

10          **C. Restrictions on Use of Property**

11          No donation of money or property shall be made to any person, corporation, or  
12          organization except in furtherance of the purpose of the Conference, or to any person,  
13          corporation or organization not tax exempt under Sub-Title (A) or Sub-Title (B) of  
14          Internal Revenue Code of the United States of America.

15          **D. Dissolution**

16          In the event of dissolution of the Conference, none of its property shall be distributed  
17          except in furtherance of the purpose of the Conference or to any person, corporation or  
18          organization not tax exempt under Sub-Title(A) or Sub-Title(B) of the Internal Revenue  
19          Code of the United States of America.

20  
21   **2. Budget:** The Conference Budget shall be approved by the Board of Directors, adopted by the  
22   Annual Meeting of the Conference, and shall reflect any policies and priorities adopted at  
23   meetings of the Conference.

24          **A. Preparation of Budget**

25          The Finance Committee shall prepare the Conference Budget for submission to the Board  
26          of Directors. Prior to submission to the Board of Directors for approval, the Finance  
27          Committee shall insure that proper coordination has been effected with the Staff as  
28          applicable, and with other elements of the Conference as appropriate. The budget as  
29          approved by the Board of Directors shall be submitted to Annual Meeting of the  
30          Conference for review and adoption.

31          **B. Changes in Budget After Adoption by Annual Meeting**

1 The Board of Directors shall make changes to the Conference Budget when necessary.  
2 No expenditures of current income shall be made in excess of the amounts appropriated  
3 in the Conference Budget, or for purposes not fairly embraced within the definitions of  
4 such appropriations, unless an amendment to the Conference Budget authorizing such  
5 expenditures is approved by vote of two-thirds of the members of the Board of Directors  
6 present and voting.

### 7 **C. Special Gifts**

8 Nothing herein shall prevent the Board of Directors from authorizing the expenditure of  
9 special gifts to the Conference for the purpose or purposes designated in an official  
10 statement adopted by the Board of Directors or expressed by an Annual or Special  
11 Meeting.

12  
13 **3. Assistant Secretaries and Assistant Treasurers:** The Board of Directors may at any time  
14 elect Assistant Secretaries and Assistant Treasurers as necessary to perform any or all duties of  
15 the Secretary or Treasurer upon request or in case of absence or disability of the Secretary or  
16 Treasurer. Any Assistant Treasurer elected shall be bonded.

17 **4. Offices:** The Board of Directors shall establish a central office of the Conference, and such  
18 additional offices as it deems necessary to insure complete and efficient functioning of the  
19 Conference's administrative duties.

## 20 **ARTICLE IX – CONFERENCE MINISTER AND ASSOCIATE CONFERENCE** 21 **MINISTERS**

22 The Conference Minister and the Associate Conference Ministers shall be members of the  
23 United Church of Christ.

24 **1. Conference Minister:** The Conference Minister shall serve as the spiritual leader of the  
25 Conference, shall help implement the Mission of the Conference, shall be the chief executive  
26 officer of the Conference, and shall give general oversight and direction to the program and  
27 operation of the Conference.

### 28 **A. Call, Accountability, and Termination**

29 When a vacancy occurs in the office of Conference Minister, a Search Committee shall  
30 be selected and appointed by the Board of Directors. It shall include such persons as

1 shall be widely representative of and appropriate to the responsibilities envisioned. It  
2 shall recommend a candidate to the Board of Directors, which will call a Conference  
3 Meeting to act on the recommendation. The Conference Minister shall be called by a  
4 two-thirds vote of the ballots cast at the Conference Meeting for an indefinite term.

5 The Conference Minister shall be responsible and accountable to the Conference  
6 in Annual and Special Meetings and to the Board of Directors.

7 The term of office may be ended upon sixty days written notice either by a) the  
8 Conference Minister or b) after due consideration by the Board of Directors, a two-thirds  
9 majority vote of the Conference at an Annual or Special Meeting. The terms and  
10 conditions of IX.1.A. (above) notwithstanding, the Board of Directors shall have the  
11 authority, at a regularly scheduled or special meeting of the Board of Directors, to  
12 immediately terminate the Conference's relationship with and/or otherwise discipline the  
13 Conference Minister for good cause. Termination shall be effective upon written  
14 notification to the Conference Minister. Upon termination, the Conference Minister shall  
15 not receive any further compensation beyond what is already due.

16 In the event the Conference Minister is unable to fulfill the duties of the office as  
17 determined by the Board of Directors, the Board shall appoint an Interim or Acting  
18 Conference Minister to serve until the Conference Minister is able to resume the duties of  
19 the office or until a new Conference Minister has been duly called and elected.

20 In the event of the resignation or death of the Conference Minister, the Board of  
21 Directors shall appoint an Interim or Acting Conference Minister to serve until a new  
22 Conference Minister has been duly called and elected.

### 23 **B. Duties**

24 The duties of the Conference Minister shall be determined by the Board of Directors.

25 **2. Associate Conference Minister:** An Associate Conference Minister will help implement the  
26 Mission of the Conference, as assigned, within each Local Church and/or each Conference  
27 program portfolio, and serve as a staff resource and support to clergy, laity and Local Churches.

#### 28 **A. Call and Accountability**

29 When a vacancy occurs in the office of an Associate Conference Minister a Search  
30 Committee shall be selected and appointed by the Board of Directors. It shall include  
31 such persons as shall be widely representative of and appropriate to the responsibilities

1 envisioned. With the concurrence of the Conference Minister, the Search Committee  
2 shall recommend a candidate to the Board of Directors. An Associate Conference  
3 Minister shall be called by a two-thirds vote of the Board of Directors.

4 An Associate Conference Minister shall be responsible and accountable to the  
5 Conference Minister.

6 The duties of an Associate Conference Minister shall be determined by the  
7 Conference Minister in consultation with the Board of Directors.

8 In the event an Associate Conference Minister is unable to fulfill the duties of the  
9 office, the Conference Minister, in consultation with the Board shall appoint an Interim  
10 or Acting Associate Conference Minister to serve until the Associate Conference  
11 Minister is able to resume the duties of the office or until a new Associate Conference  
12 Minister has been duly called.

13 **3. Compensation:** The compensation of the Conference Minister and Associate Conference  
14 Ministers shall be approved by the Board of Directors.

## 15 ARTICLE X – INDEMNIFICATION

16 **1) Standard:** The Conference shall indemnify any former or present member of the Board of  
17 Directors, non-Board member, member of a Board committee, officer, elected or appointed  
18 members serving on Committees Ministry Teams, Work Groups, and Task Forces of the  
19 Conference, or employee made or threatened to be made a party to a threatened, pending, or  
20 completed civil, criminal, administrative, arbitration, or investigative proceeding, including a  
21 proceeding by or in the right of the Conference, by reason of the former or present official  
22 capacity of the person against judgments, penalties, fines, including, without limitation, excise  
23 taxes assessed against the person with respect to an employee benefit plan, settlements, and  
24 reasonable expenses, including attorneys' fees and disbursements, incurred by the person in  
25 connection with the proceeding, if, with respect to the acts or omissions of the person  
26 complained of in the proceeding, the person:

- 27 a) Has not been indemnified by another organization or employee benefit plan for the  
28 same;  
29 b) Acted in good faith;  
30 c) Received no improper personal benefit;

1 d) In the case of a criminal proceeding, had no reasonable cause to believe his or her  
2 conduct was unlawful; and

3 e) Reasonably believed that the conduct was in the best interests of the Conference,  
4 except that, in the case of any liability asserted against or incurred by the person in or  
5 arising from his or her capacity, while a member of the Board of Directors, member of a  
6 Board committee or officer of the Conference, at the request of the Conference, as a  
7 director, officer, partner, trustee, employee or agent of another organization or employee  
8 benefit plan, the person must only have reasonably believed that the conduct was not  
9 opposed to the best interests of the Conference. If the person's acts or omissions  
10 complained of in the proceeding relate to conduct as a director, officer, trustee, employee,  
11 or agent of an employee benefit plan, the conduct is not considered to be opposed to the  
12 best interests of the Conference if the person reasonably believed that the conduct was in  
13 the best interests of the participants or beneficiaries of the employee benefit plan.

14 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of  
15 nolo contendere or its equivalent does not, of itself, establish that the person did not meet the  
16 criteria set forth in this Article.

17 **2. Advances:** If any former or present member of the Board of Directors, non-Board member of  
18 a Board committee, Officer, elected or appointed members serving on Committees, Ministry  
19 Teams, Work Groups, and Task Forces of the Conference, or employee is made or threatened to  
20 be made a party to a threatened, pending, or completed civil, criminal, administrative, arbitration,  
21 or investigative proceeding, including a proceeding by or in the right of the Conference, the  
22 person is entitled upon written request to the Conference, to payment or reimbursement by the  
23 Conference of reasonable expenses, including attorneys' fees and disbursements, incurred by the  
24 person in advance of the final disposition of the proceeding, (a) upon receipt by the Conference  
25 of a written affirmation by the person of a good faith belief that the criteria for indemnification  
26 set forth in this Article have been satisfied and a written undertaking by the person to repay all  
27 amounts so paid or reimbursed by the Conference, if it is ultimately determined that the criteria  
28 for indemnification have not been satisfied, and (b) after a determination that the facts then  
29 known to those making the determination would not preclude indemnification under this Article.  
30 The written undertaking required by clause (a) is an unlimited general obligation of the person

1 making it, but need not be secured and shall be accepted without reference to financial ability to  
2 make the repayment.

3 **3. Determination of Eligibility:** All determinations whether indemnification of a person is  
4 required because the criteria set forth in this Article have been satisfied and whether a person is  
5 entitled to payment or reimbursement of expenses in advance of the final disposition of a  
6 proceeding as provided in this Article shall be made:

7 a) By the Board of Directors by a majority of a quorum. Board members who are at the  
8 time parties to the proceeding shall not be counted for determining either a majority or  
9 the presence of a quorum;

10 b) If a quorum under clause (a) cannot be obtained, by a majority of a committee of the  
11 Board, consisting solely of two or more Board members not at the time parties to the  
12 proceeding, duly designated to act in the matter by a majority of the full Board including  
13 members who are parties;

14 c) If a determination is not made under clause (a) or (b), by legal counsel who has not  
15 represented the Conference or the person whose indemnification is in issue, selected  
16 either by a majority of the Board or a committee by vote pursuant to clause (a) or (b) or,  
17 if the requisite quorum of the full Board cannot be obtained and the committee cannot be  
18 established, by a majority of the full Board including members who are parties;

19 d) If a determination is not made under clauses (a) to (c), by the members excluding the  
20 votes of shares held by parties to the proceeding; or

21 e) If an adverse determination is made under clauses (a) to (d), or if no determination is  
22 made under clauses (a) to (d) within sixty days after the termination of the proceeding or  
23 after a request for an advance of expenses, as the case may be, by a court in the State of  
24 Minnesota, which may be the same court in which the proceeding involving the person's  
25 liability took place, upon application of the person and any notice that the court requires.

26 **4. Insurance:** The Conference, acting through the Board of Directors, may purchase and  
27 maintain insurance on behalf of a person who is or was a Board member, non-Board member of  
28 a committee, officer, employee, or agent of the Conference, or who, while a Board member, non-  
29 Board member, member of a committee, or an officer, is or was serving at the request of the  
30 Conference as a director, officer, partner, trustee, employee, or agent of another organization or  
31 employee benefit plan against any liability asserted against and incurred by the person in or

1 arising from that capacity, whether or not the Conference would be required to indemnify the  
2 person against the liability under the provisions of this Article.

3 **5. Disclosure:** If the Conference indemnifies or advances expenses to a person in accordance  
4 with this Article in connection with a proceeding by or on behalf of the Conference, the  
5 Conference shall report the amount of the indemnification or advance and to whom and on  
6 whose behalf it was paid to the members in an annual report covering the period when the  
7 indemnification or advance was paid or accrued under the accounting method of the Conference.

## 8 ARTICLE XI – ECUMENICAL RELATIONSHIPS AND REPRESENTATION

9 **1. Ecumenical Relationships:** Ecumenical relationships may find expression in the following  
10 forms:

11 a. Participation with other denominations in any Council or Conference of Churches or  
12 other agencies of church bodies which cooperate with one another in order to achieve  
13 certain agreed upon purposes.

14 b. Participation with other denominations, faith communities or secular agencies in  
15 coalitions or task forces.

16 **2. Conference Participation:** Conference participation in these ecumenical relationships shall  
17 be approved by the Board of Directors. Representatives to these ecumenical agencies shall be  
18 chosen in accordance with the provisions of the agencies. Official representatives from the  
19 Conference, not elected by the Annual Meeting, shall be appointed by the Conference Minister  
20 upon recommendation by the Nominating Work Group. These appointments shall be reported to  
21 and confirmed by the Board of Directors and reported to the Annual Meeting.

22 **3. Local Ecumenical Relationships:** Local Churches are urged to participate in ecumenical  
23 relationships in their areas.

## 24 ARTICLE XII – AMENDMENT

25 An amendment of these Bylaws may be proposed by resolution of the Board of Directors, or of  
26 ten or more Local Churches. This resolution shall set forth the proposed amendment and direct  
27 that it be submitted for adoption at an Annual or Special Meeting of the Conference to be held  
28 not less than six weeks after such resolution shall have been adopted and a copy thereof  
29 delivered or mailed to each Local Church of the Conference. Resolutions submitted by ten or

1 more Local Churches must arrive at the Conference office no later than eight weeks prior to the  
2 Conference Annual Meeting in order to provide for their timely mailing to the Local Churches.  
3 Notice of any such meeting of the Conference, stating the purpose to submit such amendment,  
4 shall be delivered or mailed along with the resolution proposing the amendment. No amendment  
5 shall be adopted unless approved by the vote of not less than two thirds of the voting  
6 membership voting thereon.

### 7 ARTICLE XIII – PARLIAMENTARY AUTHORITY

8 All meetings shall be conducted in accordance with Robert’s Rules of Order as most recently  
9 revised, where not inconsistent with the Bylaws or with the laws of the State. Each resolution,  
10 motion, and other action proposed at a Meeting of the Conference may be passed and adopted by  
11 the vote of a majority of those voting thereon, unless otherwise provided in the Articles or  
12 Bylaws, or in Robert's Rules of Order as most recently revised.